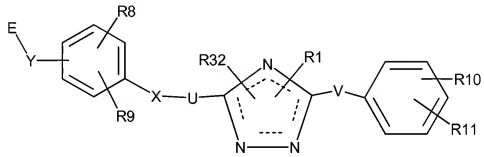
**Amendments to the Claims**

What is claimed is:

1. (Canceled)

2. (Canceled)

3. (Currently Amended) A compound wherein the compound is of the Formula Ic:




Ic

and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

(a) R1 is ~~selected from the group consisting of~~ hydrogen, ~~$C_1$-$C_8$-alkyl, $C_1$-$C_8$-alkenyl, $C_1$-$C_8$-heteroalkyl, aryl-$C_{0-4}$-alkyl, aryl-$C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl, and, wherein $C_1$-$C_8$-alkyl, $C_1$-$C_8$-alkenyl, aryl-$C_{0-4}$-alkyl, aryl-$C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl are each optionally substituted with from one to three substituents independently selected from R1'~~;

(b) ~~R1',~~ R26, R27, R28 and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkyl-COOR12, $C_1$-$C_6$ alkoxy, $C_1$-$C_6$ haloalkyl, $C_1$-$C_6$ haloalkyloxy, $C_3$-$C_7$ cycloalkyl, aryloxy, aryl-$C_{0-4}$-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, $OC(O)R15$, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, $C_1$-$C_6$ alkyl and aryl;

(c) V is selected from the group consisting of $C_0$-$C_8$ alkyl and $C_{1-4}$-heteroalkyl;

(d) X is selected from the group consisting of a single bond, O and S;

(e) U is an aliphatic linker wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is substituted with from one to four substituents each independently selected from R30;

(f) Y is selected from the group consisting of C, O, and S;

(g) E is C(R3)(R4)A and wherein

(i) A is selected from the group consisting of carboxyl, tetrazole, $C_1$-$C_6$ alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from $R^7$;

(ii) each $R^7$ is independently selected from the group consisting of hydrogen, $C_1$-$C_6$ haloalkyl, aryl $C_0$-$C_4$ alkyl and $C_1$-$C_6$ alkyl;

(iii) R3 is $C_1$-$C_2$ alkyl; and

(iv) R4 is methyl optionally substituted with from one to three substituents each independently selected from R26;

(h) R8 is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkylenyl, and halo;

(i) R9 is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkylenyl, halo, aryl-$C_0$-$C_4$ alkyl, heteroaryl, $C_1$-$C_6$ allyl, and OR29, and wherein aryl-$C_0$-$C_4$ alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and $C_1$-$C_4$ alkyl;

(j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkylenyl, $C_1$-$C_6$ alkyl-COOR12'', $C_0$-$C_6$ alkoxy, $C_1$-$C_6$ haloalkyl, $C_1$-$C_6$ haloalkyloxy, $C_3$-$C_7$ cycloalkyl, aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2R16'$, $N(R17')_2$, NR18'C(O)R19', $NR20'SO_2R21'$, SR22', S(O)R23', $S(O)_2R24'$, and $S(O)_2N(R25')_2$; and wherein aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl are each optionally substituted with from one to three independently selected from R28; and

wherein R10 and R11 optionally combine to form a 5 to 6 membered fused bicyclic ring with the phenyl to which they are bound;

(k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, $C_1$-$C_6$ alkyl and aryl;

(l) R30 is selected from the group consisting of $C_1$-$C_6$ alkyl, aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl, and wherein $C_1$-$C_6$ alkyl, aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

(m) R32 is selected from the group consisting of a bond, hydrogen, halo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ haloalkyl, and $C_1$-$C_6$ alkyloxo; and

(n) ---- is optionally a bond to form a double bond at the indicated position.

4. (Canceled)

5. (Canceled)

6. (Canceled)

7. (Canceled)

8. (Canceled)

9. (Previously Presented) A compound as claimed by Claim 3 wherein X is O.

10. (Previously Presented) A compound as claimed by Claim 3 wherein X is S.

11. (Previously Presented) A compound as claimed by Claim 3wherein Y is O.

12. (Previously Presented) A compound as claimed by Claim 3 wherein Y is C.

13. (Previously Presented) A compound as claimed by Claim 3 wherein Y is S.

14. (Previously Presented) A compound as claimed by Claim 3 wherein two of "----" in the five membered ring are each a bond to form double bonds at the designated locations.

15. (Canceled)

16. (Previously Presented) A compound as claimed by Claim 14 wherein A is COOH.

17. (Canceled)

18. (Canceled)

19. (Canceled)

20. (Canceled)

21. (Canceled)

22. (Canceled)

23. (Withdrawn) A compound as claimed by Claim 14 wherein R1 is optionally substituted C2-C3 arylalkyl.

24. (Canceled)

25. (Canceled)

26. (Canceled)

27. (Canceled)

28. (Previously Presented) A compound as claimed by Claim 14 wherein V is selected from the group consisting of $C_0$-$C_1$ alkyl.

29. (Previously Presented) A compound as claimed by Claim 14 wherein U is $C_1$-$C_3$ alkyl.

30. (Canceled)

31. (Withdrawn) A compound as claimed by Claim 14 wherein R1 is C1-C6 heteroalkyl.

32. (Previously Presented) A compound as claimed by Claim 3 wherein one carbon of the aliphatic linker is replaced with an O.

33. (Previously Presented) A compound as claimed by Claim 14 wherein U is an aliphatic linker having one carbon replaced by N.

34. (Previously Presented) A compound as claimed by Claim 14 wherein U is an aliphatic linker having one carbon replaced by S.

35. (Canceled)

36. (Canceled)
37. (Canceled)
38. (Canceled)
39. (Canceled)
40. (Canceled)

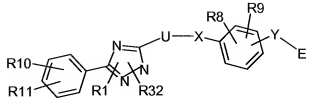
41. (Canceled)
42. (Canceled)

43. (Canceled)

44. (Canceled)

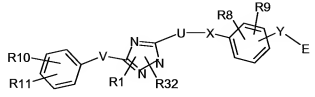
45. (Canceled)

46. (Previously Presented) A compound as claimed by Claim 3 , represented by the following Structural Formula VI:




47. (Canceled)

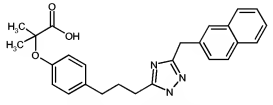
48. (Previously Presented) A compound as claimed by Claim 3 , represented by the following Structural Formula IX:




49. (Canceled)

50. (Canceled)

51. (Previously Presented) A compound as claimed by Claim 3 wherein the compound is a compound of the formula:




or a pharmaceutically acceptable salt, solvate, or hydrate thereof.

52. (Previously Presented) A compound as claimed by Claim 3 wherein X is a bond.

53. (Canceled)

54. (Canceled)

55. (Canceled)

56. (Previously Presented) A pharmaceutical composition, comprising as an active ingredient, at least one compound as claimed by Claim 3 together with a pharmaceutically acceptable carrier or diluent.

57. (Canceled)

58. (Canceled)

59. (Previously Presented) A method for treating metabolic disorder in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 3.

60. (Original) A method of Claim 59 wherein the mammal in need thereof is diagnosed as suffering from metabolic disorder.

61. (Canceled)

62. (Canceled)

63. (Canceled)

64. (Canceled)

65. (Canceled)

66. (Canceled)

67. (Canceled)

68. (Canceled)

69. (Canceled)

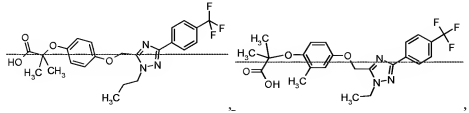
70. (Canceled)

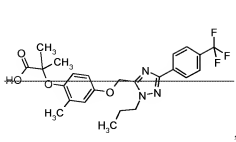
71. (Canceled)

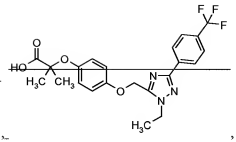
72. (Canceled)

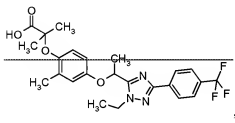
73. (Canceled)

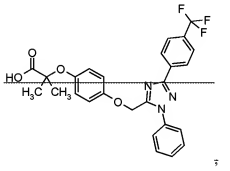
74. (Currently Amended) A compound as claimed by Claim 3 wherein the compound is selected from the group consisting of:

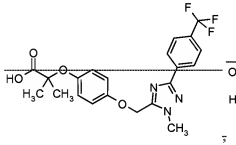


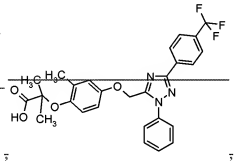


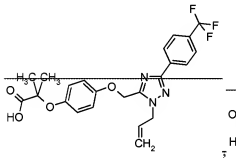


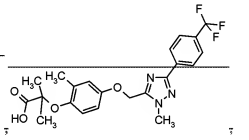


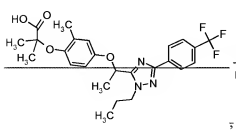


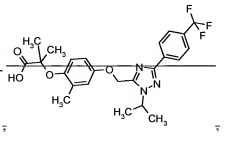


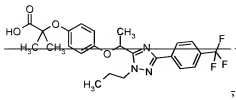








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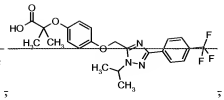
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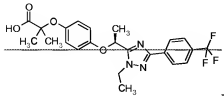
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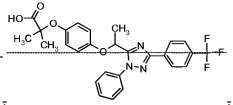
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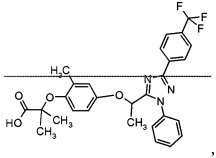
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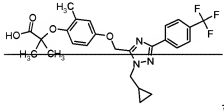
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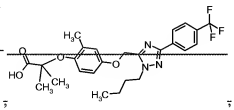
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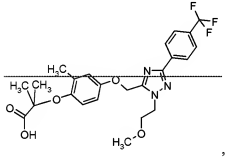
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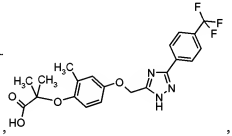
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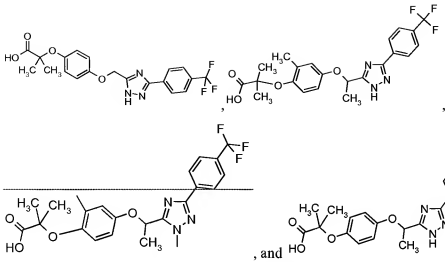
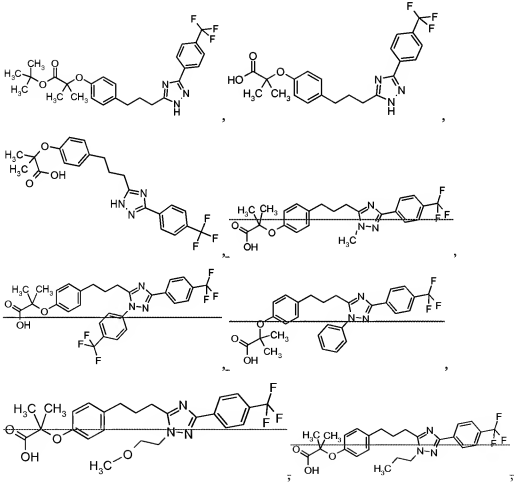
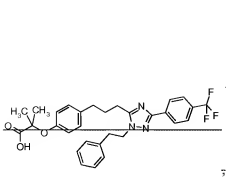


or a pharmaceutically salt, solvate, or hydrate thereof.

75. (Currently Amended) A compound as claimed by Claim 46 wherein the compound is selected from the group consisting of:

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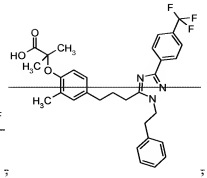
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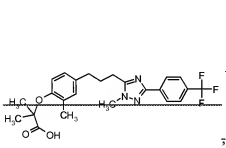
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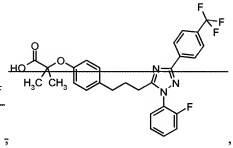
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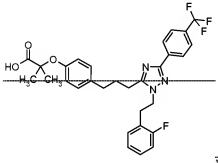
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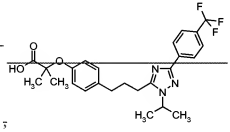

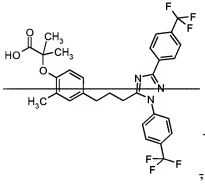
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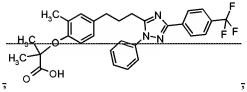
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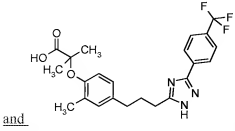
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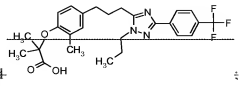
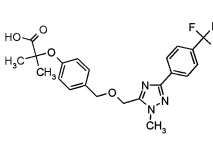

, and ; or a

pharmaceutically acceptable salt, solvate, or hydrate thereof.

76. (Withdrawn) A compound as claimed by Claim 46 wherein the compound is selected from the group consisting of: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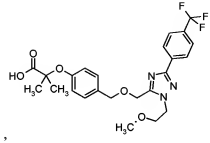
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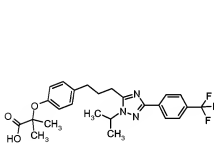
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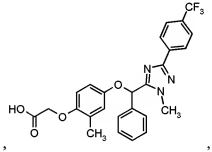
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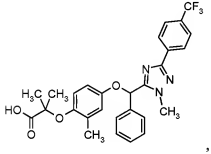
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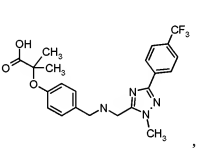
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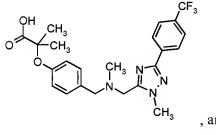
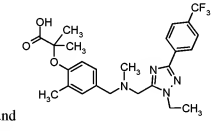
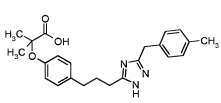

, and


or a pharmaceutically salt, solvate, or hydrate thereof.

77. (Currently Amended) A compound as claimed by Claim 48 wherein the compound is selected from the group consisting of: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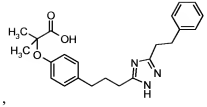
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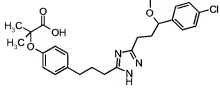
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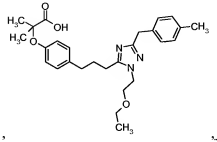
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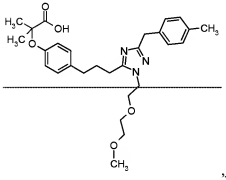
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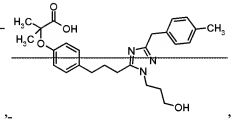
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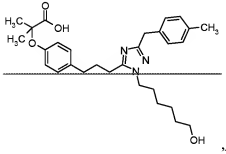
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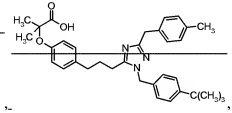
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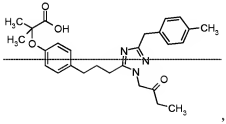
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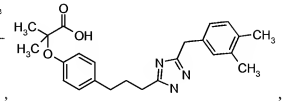
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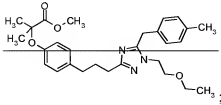

;

or a pharmaceutically salt, solvate, or hydrate thereof.

78. (Cancel)

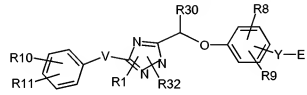
79. (Cancel)

80. (Cancel)

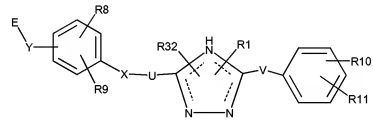
81. (Cancel)

82. (Canceled)

83. (Previously Presented) A compound as claimed by Claim 3 of the structural formula:




84. (Currently amended) A compound as claimed by Claim 3 ~~any one of claims 1~~, of the Formula Ia:




Ia

and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

(a) R1 is ~~selected from the group consisting of~~ hydrogen, ~~$C_1$-$C_8$-alkyl, $C_1$-$C_8$-alkenyl, $C_1$-$C_8$-heteroalkyl, aryl-$C_{0-4}$-alkyl, aryl-$C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6-cycloalkylaryl-$C_{0-2}$-alkyl, and, wherein $C_1$-$C_8$-alkyl, $C_1$-$C_8$-alkenyl, aryl-$C_{0-4}$-alkyl, aryl-$C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, C3-C6~~

~~cycloalkylaryl $C_{0-2}$-alkyl are each optionally substituted with from one to three substituents independently selected from R1~~;

(b) ~~R1~~, R26, R27, R28 and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkyl-COOR12, $C_1$-$C_6$ alkoxy, $C_1$-$C_6$ haloalkyl, $C_1$-$C_6$ haloalkyloxy, $C_3$-$C_7$ cycloalkyl, aryloxy, aryl-$C_{0-4}$-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, $C_1$-$C_6$ alkyl and aryl;

(c) V is selected from the group consisting of $C_0$-$C_8$ alkyl and $C_{1-4}$-heteroalkyl;

(d) X is selected from the group consisting of a single bond, O, S, $S(O)_2$ and N;

(e) U is an aliphatic linker wherein one carbon atom of the aliphatic linker is optionally replaced with O, NH or S, and wherein such aliphatic linker is substituted with from one to four substituents each independently selected from R30;

(f) Y is selected from the group consisting of C, O, S, NH, and a single bond;

(g) E is C(R3)(R4)A or A and wherein

(i) A is selected from the group consisting of carboxyl, tetrazole, $C_1$-$C_6$ alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from $R^7$;

(ii) each $R^7$ is independently selected from the group consisting of hydrogen, $C_1$-$C_6$ haloalkyl, aryl $C_0$-$C_4$ alkyl and $C_1$-$C_6$ alkyl;

(iii) R3 is selected from the group consisting of hydrogen, $C_1$-$C_5$ alkyl, and $C_1$-$C_5$ alkoxy; and

(iv) R4 is selected from the group consisting of H, $C_1$-$C_5$ alkyl, $C_1$-$C_5$ alkoxy, aryloxy, $C_3$-$C_6$ cycloalkyl, and aryl $C_0$-$C_4$ alkyl, and R3 and R4 are optionally combined to form a $C_3$-$C_4$ cycloalkyl, and wherein alkyl, alkoxy, aryloxy, cycloalkyl and aryl-alkyl are each optionally substituted with from one to three substituents each independently selected from R26;

(h) R8 is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkylenyl, and halo;

(i) R9 is selected from the group consisting of hydrogen, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkylenyl, halo, aryl-$C_0$-$C_4$ alkyl, heteroaryl, $C_1$-$C_6$ allyl, and OR29, and wherein aryl-$C_0$-$C_4$ alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and $C_1$-$C_4$ alkyl;

(j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkylenyl, $C_1$-$C_6$ alkyl-COOR12'', $C_0$-$C_6$ alkoxy, $C_1$-$C_6$ haloalkyl, $C_1$-$C_6$ haloalkyloxy, $C_3$-$C_7$ cycloalkyl, aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2R16'$, $N(R17')_2$, NR18'C(O)R19', NR20'$SO_2$R21', SR22', S(O)R23', $S(O)_2R24'$, and $S(O)_2N(R25')_2$; and wherein aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl are each optionally substituted with from one to three independently selected from R28; and wherein R10 and R11 optionally combine to form a 5 to 6 membered fused bicyclic ring with the phenyl to which they are bound;

(k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, $C_1$-$C_6$ alkyl and aryl;

(l) R30 is selected from the group consisting of $C_1$-$C_6$ alkyl, aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl, and wherein $C_1$-$C_6$ alkyl, aryl-$C_{0-4}$-alkyl, aryl- $C_{1-4}$-heteroalkyl, heteroaryl-$C_{0-4}$-alkyl, and C3-C6 cycloalkylaryl-$C_{0-2}$-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

(m) R32 is selected from the group consisting of a bond, hydrogen, halo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ haloalkyl, and $C_1$-$C_6$ alkyloxo; and

(n) ---- is optionally a bond to form a double bond at the indicated position.